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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:)	Chapter 11
)	
MOVIE GALLERY, INC., <u>et al.</u> , ¹)	Case No. 10-30696 (DOT)
)	
Debtors.)	
)	

**ORDER DIRECTING JOINT ADMINISTRATION
OF THE DEBTORS' RELATED CHAPTER 11 CASES**

¹ The Debtors in the cases are Movie Gallery, Inc., Hollywood Entertainment Corporation, Movie Gallery US, LLC, MG Real Estate, LLC, and HEC Real Estate, LLC.

Upon the motion (the “Motion”)² of the above-captioned debtors (collectively, the “Debtors”) for the entry of an order (the “Order”), directing the joint administration of the Debtors’ related chapter 11 cases and the First Day Affidavit; it appearing that the relief requested is in the best interests of the Debtors’ estates, their creditors and other parties in interest; the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); venue being proper before this court pursuant to 28 U.S.C. §§ 1408 and 1409; notice of the Motion having been adequate and appropriate under the circumstances; and after due deliberation and sufficient cause appearing therefore, it is hereby ORDERED

1. The Motion is granted in its entirety.
2. The above-captioned chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered by this Court.
3. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise effecting a substantive consolidation of the Debtors’ chapter 11 cases.
4. The relief granted in this Order shall not prejudice the right of interested parties, pursuant to Rule 1015-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Eastern District of Virginia, to file an objection to joint administration within 14 days after the meeting of creditors to be held pursuant to section 341 of the United States Bankruptcy Code.
5. The caption of the jointly administered cases should read as follows:

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA**

In re: _____) Chapter 11

²Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion.

MOVIE GALLERY, INC., et al.,²

Debtors.

)
) Case No. 10-30696 (DOT)
)
)
)

6. A docket entry shall be made in each of the above-captioned cases substantially as follows:

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure directing the procedural consolidation and joint administration of the chapter 11 cases of Movie Gallery, Inc., Hollywood Entertainment Corporation, Movie Gallery US, LLC, MG Real Estate, LLC, and HEC Real Estate, LLC and all further pleadings and other papers shall be filed in, and all further docket entries shall be made in, Case No. 10-30696-DOT. Pursuant to Rule 1015-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Eastern District of Virginia, interested parties may file an objection to joint administration within fourteen days after the meeting of creditors to be held pursuant to section 341 of the Bankruptcy Code.

7. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

8. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

9. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: February __, 2010
Richmond, Virginia

United States Bankruptcy Judge

² ¹ The Debtors in the cases are Movie Gallery, Inc.; Hollywood Entertainment Corporation; Movie Gallery US, LLC; MG Real Estate, LLC; and HEC Real Estate, LLC.

We ask for this:

/s/ Loc Pfeiffer

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CERTIFICATION

Pursuant to the Local Rules of this Court, I certify under penalty of perjury that all necessary parties were served by first-class mail on February 3, 2010:

Loc Pfeiffer
Counsel